

TRAVELZOO INC
Form 8-K
May 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event
reported): May 9, 2014

Travelzoo Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other
Jurisdiction of
Incorporation)

000-50171

(Commission
File Number)

36-4415727

(I.R.S. Employer
Identification Number)

590 Madison Avenue, 37th Floor
New York, New York

(Address of Principal Executive Offices)

10022

(Zip Code)

Registrant's telephone number, including area code:

(212) 484-4900

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the 2014 Annual Meeting of Stockholders of Travelzoo Inc. held on May 9, 2014, the following actions were taken.

Our stockholders elected Holger Bartel, Ralph Bartel, Michael Karg, Donovan Neale-May, and Mary Reilly to serve on the Board of Directors until the next annual meeting of stockholders. The final results of the voting were as follows:

| | Votes For | Votes Withheld |
|-------------------|------------|----------------|
| Holger Bartel | 11,901,421 | 225,605 |
| Ralph Bartel | 11,903,613 | 223,413 |
| Michael Karg | 12,040,743 | 86,283 |
| Donovan Neale-May | 12,005,097 | 121,929 |
| Mary Reilly | 11,954,845 | 172,181 |

In addition, the following proposals were voted on at the annual meeting:

The proposal regarding the issuance of shares of common stock on exercise of options, under a nonqualified Stock Option Agreement, granted to the Company's Chief Executive Officer was approved. The results were as follows:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| 11,937,416 | 180,352 | 9,258 |

The proposal regarding the non-binding advisory vote on the compensation of the Company's named executive officers was approved. The results were as follows:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| 11,886,509 | 231,161 | 9,356 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRAVELZOO INC.

Date: May 12, 2014

By: /s/ Glen Ceremony
Glen Ceremony
Chief Financial Officer